

HIERSCHE HAYWARD DRAKELEY URBACH

JAMES T. DRAKELEY • Director

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August 21, 2007

Board of Directors
Viscarn Holding Corporation
c/o Flinn Investments, L.P.
Attention John Henry Moulton
Three Greenwich Office Park, 2nd Floor
Greenwich, Connecticut 06831

**VIA FACSIMILE (203) 869-2056 and
CM/RRR 7160 3901 9849 9798 6480**

Board of Directors
Viscarn Holding Corporation
c/o Nixon Peabody, LLP
Attn: Bradley Vaiana
437 Madison Avenue
New York, New York 10022-7001

**VIA FACSIMILE (866) 291-7065 and
CM/RRR 7160 3901 9849 9798 6466**

Re: Carl Hefton and Viscarn Holding Corporation

Dear Board of Directors:

Carl Hefton hereby demands to be immediately reinstated back on the Board of Directors (the "Board") of Viscarn Holding Corporation (the "Corporation"). Demand is further made for copies of all documents relating to the Board's activities since Mr. Hefton's removal, including but not limited to, all notices and minutes of all Board meetings, all information regarding any changes in the composition of the Board and all documents distributed to Board members in connection with Board meetings or otherwise since Mr. Hefton's removal.

Pursuant to Section 2.1(b)(ii) of the Stockholders' Agreement, Mr. Hefton, or his designee, shall be entitled to serve as director "until such time as he ceases to be employed as full time senior executive officer of Viscarn *and* his Pro Rata Amount is less than five percent . . ." (emphasis added). Although Mr. Hefton is no longer employed with Viscarn, his Pro Rata Amount is in excess of five percent. Since these two requirements are conjunctively joined, it was wrongful of you to have removed Mr. Hefton from the Board.

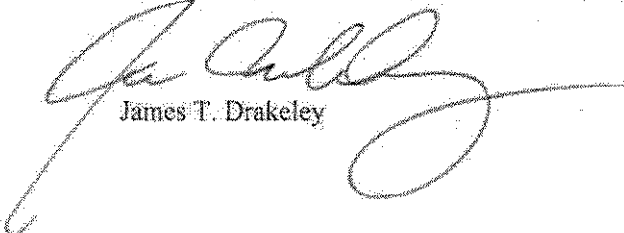
As you know, the New York Supreme Court recently dismissed the meritless litigation the Corporation instituted against Mr. Hefton. The Corporation cannot therefore forcibly repurchase Mr. Hefton's 174,562 shares, which amount to approximately a 17.5 percent ownership interest in the Corporation.

If we do not hear from you within ten days of the date of this letter, we take all steps necessary to enforce our client's rights. Mr. Hefton reserves all rights and remedies against the Corporation, its shareholders, Board members and all responsible parties.

Board of Directors
Viscarn Holding Corporation
August 21, 2007
Page 2

Very truly yours,

HIERSCHE, HAYWARD, DRAKELEY & URBACH, P.C.


James T. Drakeley

JTD:sic

cc: King & Spalding, LLP
Attn: Dominick P. DeChiara
1185 Avenue of the Americas
New York, NY 10036

VIA CM/RRR7160 3901 9849 9798 6473

Ross A. Mortillaro
Lackey Hershman, L.L.P.
3102 Oak Lawn Ave., Suite 777
Dallas, TX 75219

VIA CM/RRR 7160 3901 9849 9798 6497